

REMOTE PROXY VOTING AND ATTENDANCE FORM

If you would like to submit your remote proxy voting form electronically, please complete and sign digitally or on paper and send to prokapital@prokapital.ee. You are also asked to submit identification documents to verify your signature, PIN or company number and if a company the existence of the company and its representation rights.

The Annual General Meeting of AS Pro Kapital Grupp will be held at 12:30 on 19.06.2023 in the Atlantic City room at Hilton Tallinn Park hotel, F.R. Kreutzwaldi 23, 10147 Tallinn, Estonia. If you wish to submit your vote beforehand, please fill in, sign this form and send it to prokapital@prokapital.ee. If you have a nominee account holder, submit the form to them. If you want to attend remotely, please still fill in the form to facilitate counting your votes and indicate your email so that an online meeting invite could be sent.

FORM OF PROXY

AS Pro Kapital Grupp Annual General Meeting – at 12:30 on 19.06.2023

Shareholder name (if shares are held in nominee account, name of nominee account holder):

Personal Identification Number (PIN) Or Company Registration number

I/We, being a shareholder(s) of AS Pro Kapital Grupp (the “Company”), hereby appoint as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting (“AGM”) and at any adjournment thereof, the Chairman of the AGM (as indicated in the AGM notice) OR

**Insert name of person if you do NOT want the Chairman of the meeting to vote for you*

with regards to the following shares of AS Pro Kapital Grupp:

***Insert number of shares=votes you are instructing about; this can also be less than your total holding. If left blank, instruction for TOTAL holding is assumed.*

Please tick here if this proxy appointment is one of multiple appointments being made (e.g. if you are a nominee account holder).

Please refer to the Notice of AGM for the full wording of the below resolutions.

I/We desire this form of proxy to be used as indicated by a ‘✓’ in the relevant box below.

AGENDA ITEM	For YES	Against NO	Un-decided	Not voting
1 Election of Chairman and Secretary of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of audited 2022 annual report of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Distribution of the profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Extending the term of office and election of the Supervisory Council members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with a ✓ if you intend to attend the AGM in person

Please provide an email if you intend to attend the AGM remotely

Signature(s)

Date: _____ 2023

Explanatory notes:

1. If you wish to appoint as proxy another person and NOT the Chairman of the meeting, then please insert the name of that other person in the box provided and delete/cross out the words “the chairman of the AGM” in the printed form. Any alteration made to this form of proxy - if signed on paper - must be initialled by the person who signs it. A shareholder may appoint more than one proxy, provided that each proxy is EITHER appointed to exercise the rights attached to a different share or shares held by the shareholder OR if the appointment is for the same set of shares, the different representatives can only vote in the alternative (either one or the other can participate and vote, but not together). If the proxy is being appointed with authority to vote less than your total holding, please indicate in the box marked with ** asterisks the number of shares your proxy is to vote. **If the box marked with ** asterisks is left BLANK, your proxy will be deemed to be authorised to vote your TOTAL holding** (e.g. if issued for a nominee account of the shareholder, the total holding for that nominee account).
2. If you wish your proxy to cast your votes for or against a resolution you may insert a ‘✓’ in the appropriate box. If you do not wish your proxy to vote on ANY particular resolution, you may insert a ‘✓’ in the ‘Vote Withheld’ box. If you are not sure, insert a ‘✓’ in the ‘Undecided’ box. A ‘Vote Withheld’ or ‘Undecided’ is not a vote in law and will not be counted in the calculation of the votes ‘For’ and ‘Against’ a resolution. If you do not indicate how your proxy is to vote but have indicated that the Chairman of the meeting or another person shall be representing you, then you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit (at their discretion). Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM.
3. A shareholder entered on the Shareholders Register of NASDAQ OMX Tallinn at 17.01pm (Estonian time EET) on 12 of June 2023 or 7 days before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the shareholder’s name at that time.
4. This form of proxy must be signed by the shareholder or, if the shareholder is a company be signed by a duly authorised representative.
5. In order to be valid, the original of this form of proxy (and any power of attorney or other authorisation (such as company internal signatory lists), if any, under which it is signed (duly certified and legalised/apostilled if issued by notary public) must be deposited by 12.30pm (Estonian time EET) on 19th of June, 2023 or not less than 24 hours before the time of the holding of any adjourned meeting at the offices of the Company at Sõjakooli 11, Tallinn 11316, ESTONIA. If the shareholder would like to recall a proxy and appoint a new proxy, such instructions must also be received by the Company by the above deadline. If you would like to submit your form of proxy electronically (digitally signed or scan of the original), please submit it to prokapital@prokapital.ee as soon as possible, but in any case by the above mentioned deadline. Completion and return of the form of proxy will not preclude a shareholder from attending or voting in person.
6. Any Company documents, e.g. certificate of incumbency or registration card, must be less than 3 months old and submitted to the Company together with the proxy form by the same deadline and be duly legalised or apostilled if issued outside of Estonia, unless the shareholder has a long-standing relationship with the company in which case legalisation/apostille is not required. If the general meeting decisions warrant the presence of a notary, even long-standing shareholders may be required to submit properly legalised/apostilled company documents.